

**UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF NEW YORK**

IN RE

AIR CARGO SHIPPING SERVICES  
ANTITRUST LITIGATION

MDL No. 1775

Master File 06-MD-1775 (JG) (VVP)

THIS DOCUMENT RELATES TO:  
All Actions

**DECLARATION OF ROBERT N. KAPLAN IN SUPPORT OF PLAINTIFFS'  
MOTION FOR PRELIMINARY APPROVAL OF SETTLEMENT WITH KOREAN AIR  
LINES COMPANY, LTD.**

I, Robert N. Kaplan, declare:

1. I am a partner in the law firm of Kaplan Fox & Kilsheimer LLP. The Court has appointed me as one of four interim Co-Lead Counsel in this case. I submit this declaration in support of Plaintiffs' Motion for Preliminary Approval of the Settlement Agreement with Defendant Korean Air Lines Company, Ltd. ("Korean Air" or "Settling Defendant") dated October 28, 2013, Exhibit A hereto. I have personal knowledge of the information set forth in this declaration.

2. The settlement discussions with Korean Air have been long and arduous. The initial settlement discussion occurred in September 2011. Since then, settlement negotiations were ongoing through October 2013.

3. During the period September 2011 through September 2013, the parties had numerous telephone conversation and seven face-to-face meetings, including two meetings attended by a Korean Air financial executive and plaintiffs' financial consultant. At these meetings, the parties discussed in depth Korean Air's financial condition and its ability to pay. These meetings were followed by a two-day mediation on October 3 and 4, 2013 before Eric D.

Green, a well known mediator, that was attended by seven Korean Air executives (who travelled from Korea) and plaintiffs' financial consultant. At the mediation, Korean Air's financial condition and ability to pay were discussed again. On October 7, 2013, Mr. Green made a mediator's proposal which was accepted by both parties on October 14, 2013. The parties proceeded to negotiate the other terms of the settlement over the following two weeks.


4. Both sides vigorously negotiated their respective positions on all material terms of the Settlement Agreement and the negotiations were non-collusive.

5. In connection with these settlement negotiations, Plaintiffs' Co-Lead Counsel were informed of the facts concerning liability and damages issues, the relative strengths and weaknesses of each side's litigation position, and explored in depth Settling Defendant's financial condition and ability to pay.

6. Counsel for plaintiffs and Korean Air signed the Settlement Agreement with an execution date of October 28, 2013.

7. I declare under penalty of perjury that the foregoing is true and correct.

Executed this 20th day of December, 2013 in New York, New York.

  
Robert N. Kaplan